

KINTNER AND ST-LAURE

OF

TINA CASE CIVIC ASSOCIATION

A CORPORATION NOT FOR PROFIT

INDEX

	PAGE
Minutes of the Organizational Meeting of Board of Trustees	2
Certificate or Articles of Incorporation.....	4
By-Laws.....	6
Proxy.....	22

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF TRUSTEES OF

TINA CRUZ CIVIC ASSOCIATION

The organizational Meeting of the Board of Trustees was held at Bloomfield Avenue, Newark, New Jersey at 7:00 p. m. on December 9, 1992 (meeting held at Don Miguel Marquet Hall).

The following Board members were present:

Salencia Candelario

Milagros Collazo

Luis Colon

Tina Cruz

Bonnie Grossman

Eva Ortiz

Carren M. Rodriguez

Wilfredo Rodriguez

The meeting was called to order and Tina Cruz was elected Chairman of the meeting and Eva Ortiz was elected Secretary of said meeting.

The Chairman reported that the Corporation's Certificate of Articles of Incorporation had been filed and recorded by the Secretary of State on November 9, 1992. A copy of the

Certificate of Articles of Incorporation was ordered filed in the corporation's Minutes book.

The Chairman stated that the purpose of the meeting was to take all necessary steps to complete the organization of the Corporation to enable the Corporation to commence its activities.

The Chairman then submitted the proposed By-Laws to the Board of approval. The By-Laws were then duly reviewed and considered and finally adopted by this meeting as the By-Laws of this organization. The said By-Laws are as follows:

CERTIFICATE OF ARTICLES OF INCORPORATION:

CERTIFICATE OF INCORPORATION
OF
TINA CRUZ CIVIC ASSOCIATION

I, ELEANOR B. COLLINS, of 471 Delaware Avenue West, Newark, New Jersey 07107, acting as incorporator of a not for profit organization under the New Jersey Corporation and Associations Not For Profit Statutes (Title 13), hereby adopt the following Certificate of Incorporation for such corporation:

1. **TITLE:** The title by which the corporation is to be known as is the Tina Cruz Civic Association.

2. **PURPOSE:** The purpose for which this corporation is formed is to devote and apply the property vested in the corporation and the income to be derived therefrom on a not-for-profit basis to community, cultural and educational uses, either directly or by contribution to organizations duly authorized to carry on community, cultural and educational activities; to assist citizens in need wherever situated in the areas of social welfare, charitable endeavors, education, legal problems and in the promotion of physical and mental health; provided, that no part of the property or income of the corporation shall inure to the benefit of any private share holder or individual, and further provided that no part of the direct or indirect activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any provisions herein, this corporation shall not conduct or carry on any activity by an organization except under section 501 (c) (3) of the Internal Revenue Code and Regulations as they may hereinafter be amended or superseded or by an organization, contributions to which are deductible under section 170 (c) (3) of such Code and Regulations as they may now be promulgated or as they may hereafter be amended or superseded.

3. LOCATION: The corporation shall have the principal office at 40 Commonwealth Avenue, Newark, New Jersey 07102.

4. TRUSTEES: The person's name herein as constituting the initial board of Trustees shall hold office for the first two years of the corporation's existence and until the election and qualifications of their successors, in the manner to be set forth by the bylaws. Thereafter, the term of office for each trustee shall be two (2) years and until the election and qualification of his successor.

The names and post office addresses of the persons who are to serve as the initial trustees are as follows:

Helena Cardenas
343 Mt. Prospect Avenue-Apt. 27
Newark, New Jersey 07104
(201) 484-4388

Elisavira E. Collazo
471 Collazo Avenue N.
Newark, New Jersey 07107
(201) 488-4228

Luis C. Colon
438 Central Avenue
Newark, New Jersey 07107
(201) 584-8815

Tina Cruz
48 Commonwealth Avenue
Newark, New Jersey 07102
(201) 575-1811

Bonnie Grossman
58 Knollwood Drive
Livingston, New Jersey 07038
(201) 898-2448

Eva Ortiz
485 Lake Street
Newark, New Jersey 07102
(201) 480-1257

Carson E. Rodriguez
373 Essex Street
Newark, New Jersey 07102
(201) 487-1891

Wilfredo Rodriguez
411 Oriskany Avenue-Apt. 8
Elizabeth, New Jersey 07208
(201) 355-7153

Jose E. Vazquez
343 Mt. Prospect Avenue-Apt. 304
Newark, New Jersey 07102
(201) 484-8291

6. CORPORATE FORMS: The Corporation shall have all the powers allowed to a not-for-profit corporation under the laws of New Jersey.

7. REGISTERED AGENT: The registered office of the corporation shall be 55 Commonwealth Avenue, Newark, New Jersey 07102, and the registered agent at that address upon whom process against the corporation may be served is Tina Cruz.

8. MEMBERS: The corporation shall have members and the qualifications for such members shall be set forth in the bylaws.

9. BOARD OF TRUSTEES: The method of electing trustees shall be set forth in the bylaws.

10. DISTRIBUTION OF ASSETS UPON DISSOLUTION: Upon the dissolution of the corporation, the Board of Trustees shall after payment of all liabilities, dispose of all the assets of the corporation exclusively for the purposes and in such manner as to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954.

11. EFFECTIVE DATE: Pursuant to N.J.S.A. 15A:206 (8), the effective date of this corporation shall be the date of the filing.

12. PERMANENCE: The corporations existence shall be perpetual.

DATED: October 27, 1993


Virginia B. Collette,
Incorporator

BY-LAWS
OF
TIMA CRUI CIVIC ASSOCIATION
A CORPORATION NOT FOR PROFIT

ARTICLE I

PURPOSE

The corporation is organized for the following purposes:

1. ~~PURPOSE~~: The purpose for which this corporation is formed is to devote and apply the property vested in the corporation and the income to be derived therefrom on a not-for-profit basis to community, cultural, and educational uses, either directly or by contribution to organizations duly authorized to carry on community, cultural, and educational activities; to assist citizens in need where ever situated in the areas of social welfare, charitable endeavors, education, legal problems and in the promotion of physical and mental health.

ARTICLE II

OFFICERS

The Corporation may have such offices as the Board of Trustees may require. The principal office shall be located at 40 Commonwealth Avenue, Newark, New Jersey, 07104, in the County of Essex, and State of New Jersey, or in such other place as a majority of the members present at a valid meeting may designate. In addition, the Corporation shall use an appropriate Post Office Box for all incoming correspondence.

ARTICLE III

MEMBERS

1. The first members of the Corporation shall consist of the members of the original Board of Trustees of the Corporation, unless they have resigned or their membership otherwise terminated.

Thereafter, the eligibility and qualifications for membership and the manner of an admission into membership shall be prescribed by resolutions duly adopted by the Board of Trustees of the Corporation or by such rules and regulations as may be prescribed by the Board of Trustees. All such resolutions relating to members adopted by the Board of Trustees of the Corporation shall be affixed to the By-Laws of the Corporation and shall be deemed to be a part thereof. Such resolutions or

rules and regulations adopted by the Board of Trustees may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

2. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or their instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

3. **MEMBERSHIP.** Qualifications for membership shall require individuals of good moral character. They must live in the State of New Jersey and be at least 18 years of age. They must be committed and devoted to the purposes of this organization.

4. **TERMINATION OF MEMBERSHIP.** Membership may be terminated in the following manner:

(1) **Resignation** - a member may resign by submitting a written resignation to the President. Such resignation shall become effective on the date submitted.

(1) Non-payment of dues - members must pay their dues when due or within twenty (20) day grace period after that date. If a member does not pay at that time, he shall then get written notice with an additional ten (10) days to pay. If a member still does not pay at that later time, he or she will automatically be terminated. Such a member may re-join the Association without paying dues in arrears, but during the period of arrearage, shall not be entitled to any benefits or privileges of membership.

(2) Expulsion - Two thirds vote of the member of the Board of Trustees present at a lawful meeting may terminate a member if in the opinion of these Board members the individual or individuals no longer possess those qualifications which originally enabled him or her to become a member.

ARTICLE IV
METHODS OF BUSINESS OF
TERRACE CIVIC ASSOCIATION

1. **ANNUAL MEETING.** A bi-annual meeting shall be held on the 4th day in the month of December, in each year beginning with the year 1932. The Board of Trustees shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purposes of holding elections and for the transaction of such other business as may come before the meeting.

2. **SPECIAL MEETINGS.** Special meeting of the members may be called by the President or the Board of Trustees once a month on the first Tuesday evening of said month or more often as needed and agreed upon.

3. **NOTICE OF MEETINGS.** Written notice shall be mailed to each member, not less than 5 days nor more than 30 days before the date set for the bi-annual meeting and not less than 5 days before the date of any special meeting.

Such notice shall state the place, day and hour of the meeting. Notice for bi-annual meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. Notices of special meetings shall state the purpose or purposes for which the meeting is called.

Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official

depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of time and place of the adjourned meeting is given at the meeting so adjourned.

4. **QUORUM.** At least 25% of the membership must be present at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

5. **VOTING.** At all meetings, except for the election of officers or trustees, the membership will vote by a showing of hands. Written ballots will be used for all elections and when otherwise requested by a simple majority of members present. Any member may vote by written proxy.

ARTICLE V
BOARD OF TRUSTEES (DIRECTORS)

1. **GENERAL POWERS.** The affairs of the Corporation shall be managed by its Board of Trustees.
2. **BOARD MEMBERS.** The number of Trustees shall be nine. Each trustee shall hold office until his or her successor is elected at the bi-annual meeting of the membership and duly qualified, subject to earlier termination by removal or resignation.
3. **REGULAR MEETINGS.** The Board of Trustees shall hold their bi-annual meeting immediately after, and at the same place as the bi-annual meeting of members. The Board may provide by resolution for additional regular meetings to be held without notice except as provided by the resolution itself.
4. **SPECIAL MEETINGS.** The President or any three trustees may call for special meetings of the Board and fix the time and place for said meetings.
5. **NOTICE.** Trustees shall be notified of any special meeting by advance notice in writing which shall be sent by mail or personally delivered at least five days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest.

6. **QUORUM.** 66 2/3 of the Trustees must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further action.

7. **VACANCIES.** Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining Trustees, even if less than a quorum of the Board. A trustee so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

If additional trustees are to be elected to increase the size of Board, this shall be done by election at the annual meeting of the membership.

8. **COMPENSATION.** The Board may provide that a salary or other compensation be paid to any trustee or other employee for his or her services. The Board may also provide by resolution that any corporate agent be indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against him or her by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the trustee was guilty of misconduct regarding the matter in which indemnity is sought.

9. **REMOVAL.** The Board of Trustees may remove any trustee at any time if, in its judgment, the best interests of the Corporation would be served thereby.

10. **ELECTION OF TRUSTEES.** In order for a member to be eligible to run and be elected a trustee to serve on the Board of Trustees of this organization, they must have been a member for a minimum period of six (6) months, be a member in good standing of this

organization, and shall announce their intention to run for the office of trustee by certified mail, return receipt request, addressed to the president of the organization or, in person by appearing at a regularly scheduled meeting within ninety (90) days of the date of the bi-annual meeting in December.

In addition, the president or any other member in good standing may nominate any member or slate of members to run for the position of trustee.

The initial Board of Trustees shall be those designated as such in the Certificate of Article of Incorporation.

ARTICLE VI

OFFICERS

1. **OFFICERS.** The officers of the Corporation shall be as follows:

President - Eva Ortiz

Vice President - Carmen M. Rodriguez

Recording Secretary - Elizabeth Correa

Corresponding Secretary - Luz Mendes

Treasurer - Juan Cruz

Vice-Treasurer - Ediberto Valentin

2. **TERM.** The initial officers shall be elected by the Board of Trustees at their organizational meeting. Thereafter, the officers shall be elected bi-annually by the Board of Trustees at their bi-annual meeting. Vacancies may be filled at any meeting of the Board of Trustees. Each officer shall remain in office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

3. **PRESIDENT.** The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the membership and the Board of Trustees. He or she shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

4. **VICE PRESIDENT.** The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

5. **SECRETARY.** The Secretaries shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Trustees.

6. **TREASURER AND VICE-TREASURER.** The Treasurer and Vice-Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and, in general, perform all of the duties incidental to the office of the Treasurer and other duties as may be assigned by the President or the Board of Trustees. These individuals shall work together so that there is a continuity of accountability and appropriate action at all times even if either of said individuals is ill or away on vacation or otherwise not able to function in accordance with this paragraph.

ARTICLE VII

COMMITTEES

COMMITTEES. The Board of Trustees may, by resolution of a majority of the Board, establish committees of two or more Trustees to conduct the management of the Corporation. Other committees shall be established consisting of members of the Corporation, but may not exercise the authority of the Board of Trustees in the management of the Corporation. All committees shall function in accordance with the rule and procedures established by the Board of Trustees.

ARTICLE VIII

SEAL

SEAL. The seal of the Corporation shall be in the form affixed immediately below.

ARTICLE IX

AMENDMENTS

These By-laws may be amended or repealed by an affirmative vote of at least two-thirds percent of those present at a meeting of the membership called for the purpose of acting upon such amendment (provided that a quorum is present).

The next matter to be considered was the election of officers. The following persons were elected to the offices set opposite their respective names, to hold office and exercise the powers and responsibilities specified in the By-Laws of the Corporation.

OFFICE	NAME
President	Eva Ortiz
Vice President	Carmen M. Rodriguez
Recording Secretary	Elizabeth Correa
Corresponding Secretary	Los Heredia
Treasurer	Juan Cruz
Vice-Treasurer	Ediberto Valencia

The Chairman then noted for the record the initial Board of Trustees consists of the following persons:

Melania Candelario
 Milagros B. Collazo
 Luis C. Colon
 Tina Cruz
 Bernia Grossman
 Eva Ortiz
 Carmen M. Rodriguez
 Wilfredo Rodriguez
 Jose E. Velazquez

The said initial Board of Trustees elected Tina Cruz as Chairman of the Board of Trustees to serve in that capacity until the next bi-annual meeting in December 9, of 1994.

The following business was transacted:

1. The organization approved the Post Office Box as number 9232 (92104).

2. Dues were set at \$25.00 per year - members were requested to send in their dues.

3. Authorization was given for a checking account to be opened up requiring the signatures of both Eva Ortiz and Juan Cruz.

4. Carlos Figueroa and Sister Guadalupe Maria were present as prospective new members.

5. A registration drive was announced with a March 1st deadline to be completed with a goal of 1,000 people to be registered. Bonnie Grossman and Carmen M. Rodriguez were named Co-Chairmen.

6. The organization adopted a resolution authorizing Tina Cruz to write a letter to president-elect Clinton asking him to retain Dr. Antonio Novillo as Surgeon General of the United States and requesting Puerto Ricans to be in his administration.

PROXY

The undersigned member of

hereby appoints

with power of substitution, to vote for me on behalf of the undersigned at a meeting of the membership of the Corporation to be held at o'clock .m. on 19 , and at any adjournment thereof, for the following purposes:

The transaction of such other business as may properly come before the meeting.

Dated:

_____(h.h.i.)